

RECORDATION NO. 23753-C FILED

DEC 06 '04 11-01 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 3, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Equipment Bill of Sale, dated as of December 3, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination and relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 23753.

The names and addresses of the parties to the enclosed document are:

Seller: LaSalle National Leasing Corporation
One West Pennsylvania Avenue
Suite 1000
Towson Maryland 21204

Buyer: AMG Resources Corporation
4100 Grand Avenue
Pittsburgh, Pennsylvania 15225

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

111 gondola cars: AMGX 4101 - AMGX 4160 (60 cars), 51 cars within the series AMGX 5026 - AMGX 5204 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Equipment Bill of Sale.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

LASALLE NATIONAL LEASING CORPORATION

EQUIPMENT BILL OF SALE

THIS EQUIPMENT BILL OF SALE is given by LASALLE NATIONAL LEASING CORPORATION (herein the "Seller") to AMG RESOURCES CORPORATION (herein the "Buyer").

WITNESSETH:

THAT FOR TEN DOLLARS (\$10.00) AND OTHER GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, Seller does hereby bargain, sell, assign, transfer and set over to Buyer, its successors and assigns, all of Seller's right, title and interest in and to the items of equipment listed on the Exhibit A attached hereto (the "Equipment").

The Equipment is sold hereunder AS IS WHERE IS WITHOUT WARRANTY, express or implied, with respect to any matter whatsoever other than (with respect to the status of title conveyed hereby) Seller's own acts.

IN WITNESS WHEREOF, Seller has caused this instrument to be duly executed, under seal, as of the 3rd day of December, 2004

LASALLE NATIONAL LEASING CORPORATION

By: John W. Holbert [SEAL]
John W. Holbert
Assistant Vice President

Subscribed and sworn to before me this
3rd day of December, 2004

Dana P. Matus (SEAL)
(Notary Public)

My commission expires: November 1, 2007

EXHIBIT "A"
LEASE SCHEDULE 1
MASTER LEASE NO. MLA-1183

<u>QUANTITY</u>	<u>EQUIPMENT DESCRIPTION</u>			
51	ORTNER SCRAP SERVICE GONDOLA RAILCARS - 125-TON, 315,000 LBS GRL - 5000 CFC. BUILT - 1975 TO 1976. REPORTING MARKS AMGX AND ROAD NUMBERS AS FOLLOWS:			
	AMGX 5026	AMGX 5068	AMGX 5096	
	AMGX 5032	AMGX 5069	AMGX 5000	
	AMGX 5034	AMGX 5071	AMGX 5035	
	AMGX 5037	AMGX 5073	AMGX 5036	
	AMGX 5041	AMGX 5074	AMGX 5040	
	AMGX 5046	AMGX 5075	AMGX 5044	
	AMGX 5049	AMGX 5077	AMGX 5059	
	AMGX 5053	AMGX 5078	AMGX 5091	
	AMGX 5055	AMGX 5079	AMGX 5093	
	AMGX 5056	AMGX 5080	AMGX 5097	
	AMGX 5058	AMGX 5083	AMGX 5098	
	AMGX 5060	AMGX 5084	AMGX 5099	
	AMGX 5061	AMGX 5085	AMGX 5200	
	AMGX 5062	AMGX 5086	AMGX 5201	
	AMGX 5064	AMGX 5087	AMGX 5202	
	AMGX 5065	AMGX 5090	AMGX 5203	
	AMGX 5067	AMGX 5095	AMGX 5204	
60	THRALL SCRAP SERVICE GONDOLA RAILCARS - 100 TON, 263,000 LBS GRL -4000 CFC. BUILT - 1974. REPORTING MARKS AMGX AND ROAD NUMBERS AS FOLLOWS:			
	AMGX 4101	AMGX 4116	AMGX 4131	AMGX 4146
	AMGX 4102	AMGX 4117	AMGX 4132	AMGX 4147
	AMGX 4103	AMGX 4118	AMGX 4133	AMGX 4148
	AMGX 4104	AMGX 4119	AMGX 4134	AMGX 4149
	AMGX 4105	AMGX 4120	AMGX 4135	AMGX 4150
	AMGX 4106	AMGX 4121	AMGX 4136	AMGX 4151
	AMGX 4107	AMGX 4122	AMGX 4137	AMGX 4152
	AMGX 4108	AMGX 4123	AMGX 4138	AMGX 4153
	AMGX 4109	AMGX 4124	AMGX 4139	AMGX 4154
	AMGX 4110	AMGX 4125	AMGX 4140	AMGX 4155
	AMGX 4111	AMGX 4126	AMGX 4141	AMGX 4156
	AMGX 4112	AMGX 4127	AMGX 4142	AMGX 4157
	AMGX 4113	AMGX 4128	AMGX 4143	AMGX 4158
	AMGX 4114	AMGX 4129	AMGX 4144	AMGX 4159
	AMGX 4115	AMGX 4130	AMGX 4145	AMGX 4160

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/3/04



Robert W. Alvord